

**EXHIBIT 1**

**Articles of Incorporation**

**and**

**Foreign Corporation Authority to Conduct Business in Illinois**

D  
02/23/2001DOCUMENT ID  
200105402076DESCRIPTION  
DOMESTIC ARTICLES/FOR PROFIT  
(ARF)FILING  
85.00EXPED  
10.00PENALTY  
.00CERT  
.00COPY  
.00**Receipt**

This is not a bill. Please do not remit payment.

LEGRAND & ASSOCIATES  
341 SOUTH THIRD STREET  
STE 10  
COLUMBUS, OH 43215

**STATE OF OHIO****Ohio Secretary of State, J. Kenneth Blackwell**

1210511

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**UNITED TELEMAGEMENT SYSTEMS, INC.**

and, that said business records show the filing and recording of:

Document(s)

**DOMESTIC ARTICLES/FOR PROFIT**

Document No(s):

**200105402076**

United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 20th day of February,  
A.D. 2001.

*J. Kenneth Blackwell*  
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of the form). To obtain the Forms Inventory List or for assistance, please

call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3455)

Expedite this form

☒ Yes

STATE

2001 FEB 20 PM 12:00

**COPY**

## ARTICLES OF INCORPORATION

(Under Chapter 1701 of the Ohio Revised Code)

Profit Corporation

The undersigned, desiring to form a corporation, for profit, under Sections 1701.01 et seq. of the Ohio Revised Code, do hereby state the following:

FIRST. The name of said corporation shall be:

United Telemanagement Systems, Inc.

SECOND. The place in Ohio where its principal office is to be located is

Dayton, MONTGOMERY County, Ohio  
(city, village or township)

THIRD. The purpose(s) for which this corporation is formed is:

To engage in any lawful business activity.

FOURTH. The number of shares which the corporation is authorized to have outstanding is: 850

(Please state whether shares are common or preferred, and their par value, if any. Shares will be recorded as common with no par value unless otherwise indicated.)

IN WITNESS WHEREOF, we have hereunto subscribed our names, on February 20, 2001

By: [Signature], Incorporator  
Name: David G. LeGrand

By: \_\_\_\_\_, Incorporator  
Name: \_\_\_\_\_

By: \_\_\_\_\_, Incorporator  
Name: \_\_\_\_\_



Prescribed by **J. Kenneth Blackwell**

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Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

## ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of United Telemagement Systems, Inc.

hereby appoint David G. LeGrand, to be statutory agent upon whom any process, notice or

demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

37 W. Broad St., Suite 1100

(street name and number)

Columbus

(city, village or township)

, Ohio

43215

(zip code)

By: 

Name: David G. LeGrand

By: \_\_\_\_\_

Name: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

## ACCEPTANCE OF APPOINTMENT

The undersigned, David G. LeGrand, named herein as the statutory agent for, United Telemagement Systems, Inc., hereby acknowledges and accepts the appointment of statutory agent for said corporation.

By: 

Statutory Agent

Prescribed by **J. Kenneth Blackwell**

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call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

RECEIVED  
SECRETARY OF STATE

2001 FEB 20 AM 11:58

CLIENT SERVICE CENTER

**CONSENT FOR USE OF SIMILAR NAME**

(Where consenting entity is a corporation)

**COPY**United Telemagement Corporation

(Name of Corporation giving consent)

(Charter/License Number) 786764

gives its consent to

United Telemagement Systems, Inc.

(Name of individual or proposed corporation receiving consent)

to use the name

United Telemagement

This document is signed by any authorized corporate officer.

Date February 20, 2001

Signed


Name: Terry HenleyTitle: Vice President

1210511

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, J. Kenneth Blackwell, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 4 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus, Ohio, this 1st day of  
March 2001 A.D.



J. Kenneth Blackwell  
J. KENNETH BLACKWELL  
Secretary of State

By: LMS

NOTICE: This is an official certification only when reproduced in red ink.



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 13, 2001

6153-663-9

C T CORPORATION SYSTEM  
600 S 2ND ST  
SPRINGFIELD, IL 62704

RE UNITED TELEMAGEMENT SYSTEMS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

COPY

Number 6153-663-9

State of Illinois  
Office of  
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF  
UNITED TELEMAGEMENT SYSTEMS, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF OHIO HAS BEEN FILED IN  
THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 13TH day of MARCH A.D. 2001 and of the Independence of the United States the two hundred and 25TH



C-212.3

Jesse White

Secretary of State



Form **BCA-13.15**  
(Rev. Jan. 1999)APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS**SUBMIT IN DUPLICATE!**Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
http://www.sos.state.il.us

This space for use by Secretary of State

**FILED**

MAR 13 2001

JESSE WHITE  
SECRETARY OF STATEThis space for use by  
Secretary of StateDate 3-13-01

License Fee \$

Franchise Tax \$ 25.00Filing Fee \$ 75.00

Penalties \$

Approved: [Signature] 100.001. (a) CORPORATE NAME: United Telemagement Systems, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Ohio  
(b) Date of Incorporation: February 20, 2001  
(c) Period of Duration: Perpetuity3. (a) Address of the principal office, wherever located: 4162-G Little York Rd.  
Dayton, OH 45414  
(b) Address of principal office in Illinois:  
(If none, so state) none

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent CT Corporation System

First Name

Middle Name

Last Name

Registered Office 208 S. LaSalle St.

Number

Street

Suite #

Chicago

60604

Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)  
Ohio

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	Donald E. Campbell	1978 Washington South Dr.	Centerville	OH	45458
Secretary	Barry D. Brooks	3523 Brookwood Meadows	Cincinnati	OH	45208
Director	Donald E. Campbell	1978 Washington South Dr.	Centerville	OH	45458
Director	Terry Henley	278 N. Children's Home Rd.	Troy	OH	45373
Director	Barry D. Brooks	3523 Brookwood Meadows	Cincinnati	OH	45208

If more than 3, attach list

## 7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

The provision of telephony services and any other lawful business activity for which Corporations may be organized to do business under the General Corporation Law of the State of Ohio, and as permitted under the Illinois Business Corporation Act.

## 8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	N/A	0	850	100

## 9. Paid-in Capital: \$ 100.00

("Paid-in Capital" replaces the terms Stated Capital &amp; Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 500.00
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 250,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 250,000.00

## 11. Interrogatories: (Important - this section must be completed.) See Attached Sheet

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
- (b) Number of shares of all classes owned by residents of Illinois:
- (c) Number of shares of all classes owned by non-residents of Illinois:
- (d) Is the corporation transacting business in this state at this time?
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

## 12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 3-7

(Month &amp; Day)

2001

(Year)

attested by

(Signature of Secretary or Assistant Secretary)

Barry D. Brooks, Secretary

(Type or Print Name and Title)

United Telemagement Systems, Inc.

(Exact Name of Corporation)

(Signature of President or Vice President)

by Donald E. Campbell, President

(Type or Print Name and Title)

- \* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- \*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

ATTACHMENT

11. a. 4162-G Little York Rd., Dayton, OH 45414
- b. 0
- c. 100
- d. No
- e. N/A